



BROOKLYN VILLAGE AND WALTON PLAZA MASTER DEVELOPER SOLICITATION

Mecklenburg County, North Carolina

October 22, 2015



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I. OVERVIEW

Mecklenburg County, NC ("the County") is soliciting proposals to select a development team ("the Master Developer") to construct and comprehensively manage mixed-use development on an 11.3-acre site known as "Brooklyn Village" and a 5-acre site known as "Walton Plaza" in the Second Ward neighborhood of Uptown Charlotte, NC. The properties are currently controlled by the County. Redevelopment proposals for these parcels should be aligned with the Project Objectives described in the Opportunity section of this Request for Qualifications ("RFQ").

This effort to redevelop the Brooklyn Village and Walton Plaza sites is a partnership among the County, the City of Charlotte, the Charlotte-Mecklenburg Board of Education, and the Charlotte Housing Authority. Through this process, the partners seek to regain some of the diversity of ethnicity, age, housing type, and architecture that was lost in the Brooklyn community of the Second Ward as a consequence of earlier urban renewal efforts. The successful Master Developer will demonstrate sensitivity to the history of the surrounding Brooklyn neighborhood and, where possible, seek to incorporate remembrances of the neighborhood, residents, street names, history, architecture, and important businesses and public facilities into its vision. Past planning efforts and recommendations are summarized in the [Second Ward Master Plan](#) and [Center City 2010 Vision Plan](#) (also linked to this RFQ in Section IX: Reference Documents). The Brooklyn Village site, with an Uptown Mixed Use District – Optional ("UMUD – O") zoning designation, and the Walton Plaza site, with an Uptown Mixed Use District ("UMUD") zoning designation, offer Respondents flexibility in program, height, and density, and the opportunity to create a vibrant, active development within the Second Ward.

The selected Master Developer must incorporate the partners' specific objectives with respect to affordable housing and open space into its redevelopment plan. Within the Brooklyn Village site, the Master Developer must provide at least 30 units of affordable housing (geared toward households with an annual income of 80% of area median income or lower), as specified in the Interlocal agreement between Mecklenburg County and the City of Charlotte (see the Interlocal agreement linked in Section IX: Reference Documents). In addition, the Master Developer will also develop or preserve an urban open space of at least 1.6 acres within the Brooklyn Village site, consistent with the recommended design approach in the *Second Ward Master Plan*.

As part of the redevelopment, the Master Developer will commit to financing and/or construction of horizontal improvements for the sites as necessary to support development plans, which may include rerouting the existing storm drainage pipe, removal of a fountain, grading, and road construction. Additionally, the Master Developer will be responsible for financing and/or performing hazardous material abatement and demolition for existing buildings located on the properties. Respondents may, however, propose County participation in some or all of these financing and delivery responsibilities. The terms of any participation will be negotiated between the County and Master Developer finalist in the subsequent Request for Proposals stage.

The County intends to sell one or both parcels to a Master Developer (a single organization or joint venture), and requests that Respondents express preferences and rationales for single parcel bids, if any.

Selection of the Master Developer will occur in two phases. Phase I (Request for Qualifications) will require Respondents to present information about their development teams' ability to finance,

construct and manage large mixed-use developments in urban settings. This includes written statements of qualification to demonstrate the Respondents' current capabilities as well as past successes in bringing such developments to the market.

Based on the results of Phase I, the most qualified Respondents, as determined by the County, will be invited to present more refined financial documentation, site plans, and an offer to the County to purchase and develop the sites. This will constitute Phase II (Request for Proposals). Those selected to participate in the Request for Proposals phase will have demonstrated an ability to achieve successful urban development through public-private partnerships. This includes the ability to understand, implement, and manage essential elements of a successful development, such as the ability to finance, design, construct, operate, and maintain all improvements that are to become part of the Brooklyn Village and Walton Plaza project.

II. THE SITES

SITE DESCRIPTIONS

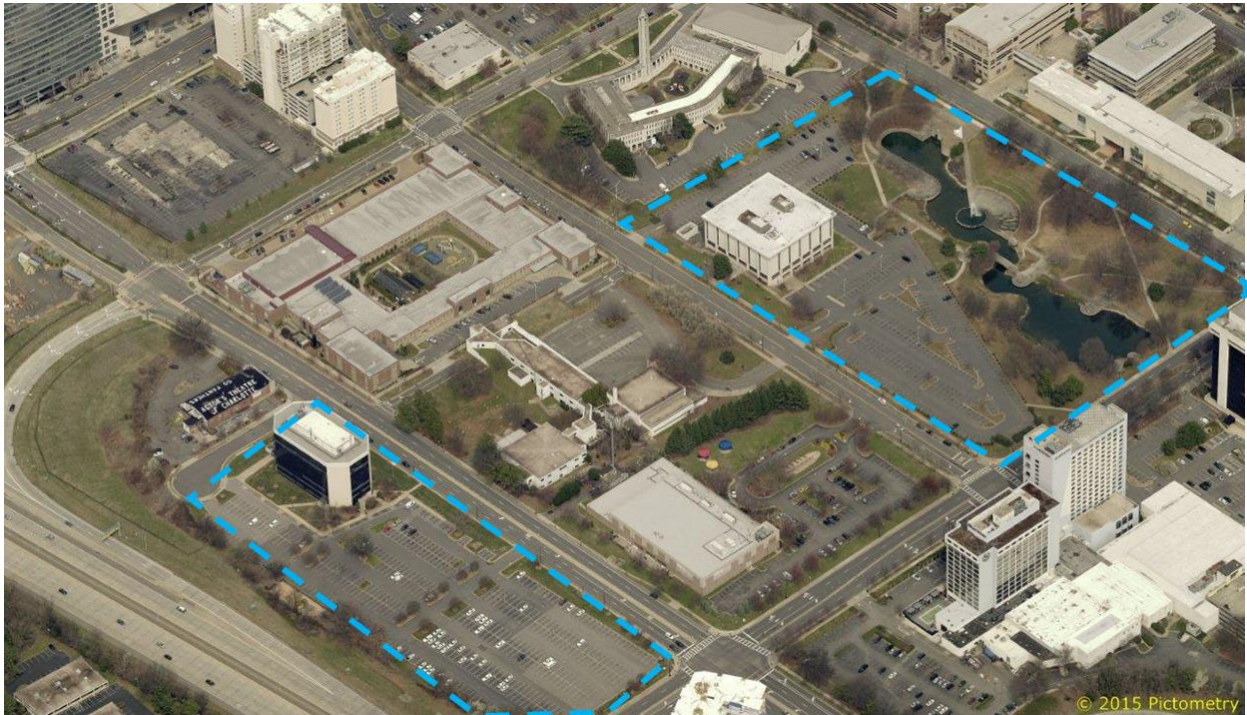
Brooklyn Village and Walton Plaza are located in the heart of Charlotte's Second Ward neighborhood.

The **Brooklyn Village** site is approximately 11.3 acres and is bounded by First Baptist Church, S. McDowell Street, E. 3rd Street, and E. Martin Luther King, Jr. Boulevard. Immediately surrounding the Brooklyn Village parcels are several institutional uses including the Charlotte-Mecklenburg Government Center, the Mecklenburg County Aquatic Center, Charlotte-Mecklenburg Schools Metro School, and the Mecklenburg County Courthouse. The property is named as a tribute to the "Brooklyn" community that called the area home from the end of the Civil War to the 1960s. Until recently, the property was home to the Charlotte-Mecklenburg Board of Education administrative headquarters (known as the Education Center) and Marshall Park, which was owned by the City of Charlotte. The parcels were assembled by Mecklenburg County in 2007 under an agreement between Mecklenburg County, the City of Charlotte, and the Board of Education with the goal of redeveloping the site and returning it to community use in an effort to contribute to the economic and social vitality of Uptown Charlotte and Mecklenburg County as a whole.

The **Walton Plaza** site is approximately 5 acres and is bounded by East Stonewall Street, S. McDowell Street, S. Alexander Street, and I-277. It is located on the southern edge of the Second Ward and benefits from high accessibility and visibility from I-277. Immediately surrounding the site are parcels slated for or undergoing development, including the Presley multi-family project (formerly known as Fountains Uptown) and the Actor's Theater. Walton Plaza is a seven-story Class B office tower that is occupied by Mecklenburg County and Charlotte-Mecklenburg Schools ("CMS"). CMS intends to vacate their premises within the 2016 calendar year. Mecklenburg County also has plans to vacate the property. The timing of this vacancy will be part of negotiations with the Master Developer finalist in the subsequent Requests for Proposals stage.

Between the two sites are the Mecklenburg County Aquatic Center, which is currently undergoing significant renovation, and the Metro School site. Owned by the Charlotte-Mecklenburg Board of Education, the Metro School site includes the old Metro School, which is no longer in use and could potentially be incorporated into a broader redevelopment proposal, but is not directly part of this solicitation.

The County seeks a Master Developer with the experience and ability to transform these parcels into a diverse and vibrant neighborhood, as envisioned in the *Second Ward Master Plan* and *Center City 2010 Vision Plan* (which aligned closely with the goals of the Master Plan) to create a mixed-use hub in this area. This includes development of up to 9.7 acres of the Brooklyn Village site and 5 acres of the Walton Plaza site. At least 1.6 acres of the Brooklyn Village site must be delivered as open space to complement the vertical uses developed on the sites.



Aerial of Brooklyn Village and Walton Plaza sites.
Source: Mecklenburg County/Pictometry

PAST PLANNING EFFORTS

In 2000, the City of Charlotte and Mecklenburg County both adopted the *Center City 2010 Vision Plan*, a comprehensive vision for Uptown Charlotte that states a desire for variety in Uptown uses, housing types, transportation options, open space and ethnic and racial diversity. The *Second Ward Master Plan* was adopted in 2002 and is a component of the *Center City 2010 Vision Plan*. The vision established in the *Center City 2010 Vision Plan* was reaffirmed in the [*Center City 2020 Vision Plan*](#).

The *Second Ward Master Plan* set out a vision to “create a livable and memorable urban neighborhood in the heart of the city through mixed land uses, diverse architecture and housing types, unique infrastructure, and a hierarchy of open spaces. These components will combine to welcome and support a diverse population with varied ages, races, and socio-economic backgrounds.” The plan includes specific goals for creating a livable neighborhood and vibrant, 18-hour uses for a diverse residential population, including workforce housing; providing high-quality architecture, accompanied by unique open space; and improving the local pedestrian and transportation environment. This vision guides the County's aspirations for the redevelopment of the Brooklyn Village and Walton Plaza parcels. Respondents are encouraged to look to the *Second Ward Master Plan* as a reference for these sites, to be built upon in their development visions.

The Brooklyn Village property was rezoned in 2007 ([#2007-088](#)) from UMUD to UMUD-O. UMUD allows for wide range of land uses, including residential, office, hotel, retail, educational,

institutional, and small-scale manufacturing, among other uses. UMUD-O allows for unique designs and uses with exceptions from the base UMUD standards. Development plans should adhere to the specific standards of the approved site plan and to the City of Charlotte's Zoning Ordinance. If changes are proposed, a new rezoning petition would need to be reviewed and approved by the Planning Commission and City Council.

The Walton Plaza property is currently zoned UMUD, allowing for the wide range of uses described above. If necessary, the County may consider support for rezoning the property as part of the Master Developer's development proposal.

The zoning description above is provided for informational purposes. Respondents are encouraged to review the full text of the [Charlotte Zoning Ordinance](#) to inform proposed development plans. An interactive GIS map of the sites is available via Mecklenburg County's [GIS website](#).

III. LOCAL CONTEXT: THE SECOND WARD

HISTORY OF THE SECOND WARD

The Second Ward is one of four wards within Uptown Charlotte, each with its own distinct character and history. Charlotte's Second Ward was home to many of Charlotte's prominent residents and businesses. Beginning in the 1860's and following the Civil War, many freed African-Americans settled in the Second Ward due to its housing stock and close proximity to business establishments that served African-Americans. By the early 1900s, the majority of Second Ward residents were of African-American descent, and the area became known as "Brooklyn."

Brooklyn was home to many thriving small businesses and community institutions that served the community, including Myers Street School and later Second Ward High School, which was the only high school for African-Americans in Mecklenburg County. It was also home to such facilities as a YMCA and the only public library for African-Americans in the state of North Carolina.

Development patterns seen today in the Second Ward are a result of past redlining and urban renewal projects that dismantled the fabric of the Brooklyn neighborhood and resulted in much of the neighborhood's history and character being lost. Beginning in the 1930s, federal and local policies and guidelines resulted in the Brooklyn area being "redlined" and zoned industrial. This made it difficult for homeowners and businesses in the area to obtain loans for home ownership and community investment. As a result, many Brooklyn residents began to leave the Second Ward for other Charlotte neighborhoods such as Biddleville and University Park in the northwest portion of the City.



Historic Second Ward homes
Source: Mecklenburg County



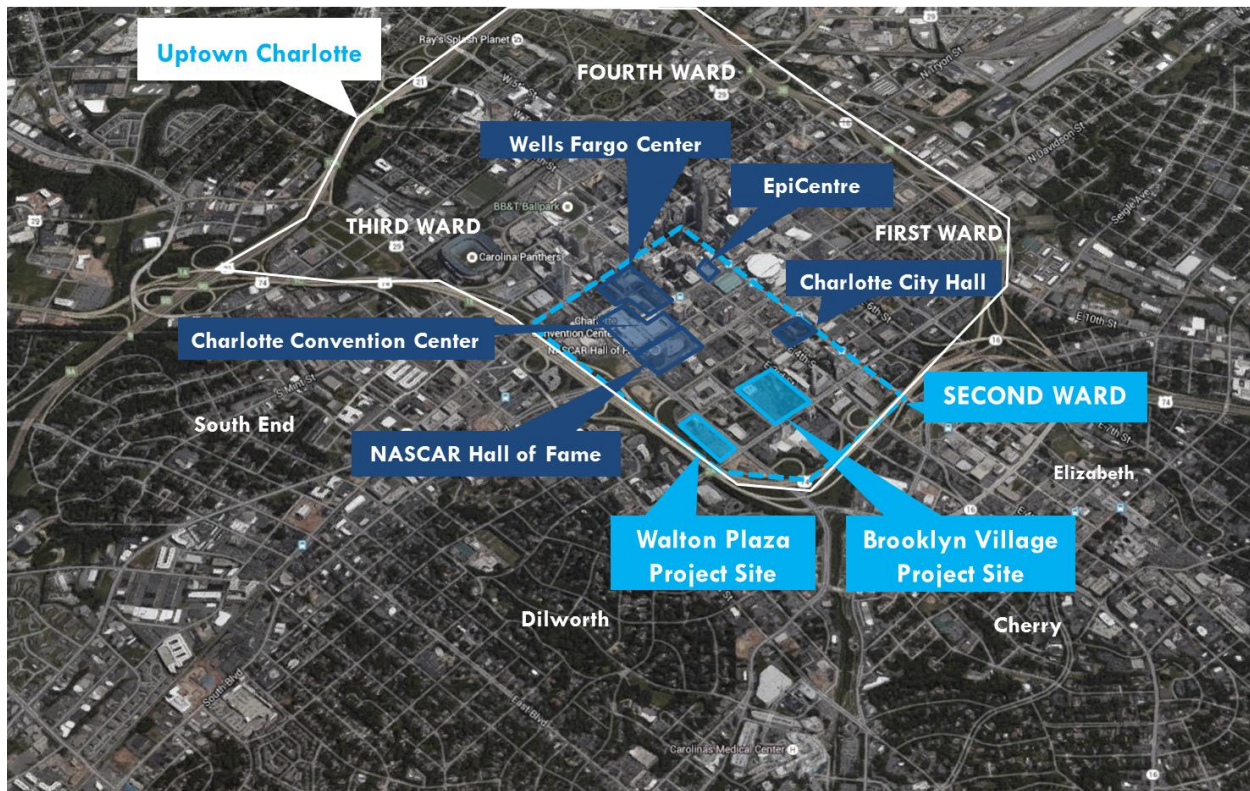
Fourth of July in the historic Second Ward
Source: Mecklenburg County

In 1961, the Charlotte City Council voted to clear eight blocks of the Brooklyn neighborhood to make way for what would become space for government facilities, private businesses, and the current Marshall Park as part of an urban renewal project largely funded by the federal government. By the end of this period, over 1,000 families and many businesses were displaced from the Brooklyn neighborhood.

THE SECOND WARD TODAY

Revitalization of the Second Ward

The urban heart of Charlotte, known as Uptown, is a major employment hub for the southeastern United States. The district is home to major corporate headquarters, including Duke Energy, Bank of America, Ally Bank, Babson Capital Management, Babcock & Wilcox, and regional headquarters for Wells Fargo and BB&T Bank; the City's professional sports teams, including the National Football League's Carolina Panthers (playing at Bank of America Stadium) and the National Basketball Association's Charlotte Hornets (playing in Time Warner Cable Arena); signature open space in Romare Bearden Park; and a growing residential population seeking an urban lifestyle in Charlotte. Uptown Charlotte's population in particular has grown rapidly over the past decade, and combined with strong industry presence, has supported Charlotte's recovery since the recession.



Site Context
Source: HR&A Advisors, Inc.

The Second Ward is prime for transformation from a government office district into a vibrant mixed-use district, including residential development, hospitality, and entertainment venues. In 1995, City-led development of the 850,000-square foot Charlotte Convention Center spurred additional development activity in the area, including the 2002 completion of Wachovia Bank's 42-story office tower and public space, The Green. The opening of the Charlotte Area Transit System's rapid rail LYNX line also supported local growth, and connected Uptown to neighborhoods to the south.

Today, a number of cultural institutions and entertainment destinations are located in the Second Ward, including the Bechtler Museum of Modern Art, The Harvey B. Gantt Center for African-American Arts and Culture, and the NASCAR Hall of Fame, all of which opened within the past 15 years. The area has also seen a high volume of hotel development, beginning with a 700-room Westin Hotel in 2003, and is now home to other well-known hotel flags including Hilton, Hyatt, and Le Meridien. In 2010, as part of the *Center City 2010 Vision Plan*, Charlotte citizens collaborated on a master plan for the Second Ward, which laid out a vision to continue the area's transformation into a vibrant district, with a mix of uses along the Brooklyn Village site and adjacent sites.

Most recently, development has begun on eight acres along Stonewall Street and Interstate 277, where highway construction left land vacant and readily available for disposition by the City. The developments anticipated on these sites and adjacent private land provide further proof of the corridor's emergence as a vibrant area for residential, hotel, and retail activity.

Demographic Snapshot

Uptown Charlotte's residential population has grown tremendously since 2000, increasing 122% by 2013, outpacing Mecklenburg County growth of 38%. Median household income in Uptown is \$65,000, higher than the County median of \$53,000, driven by younger, affluent professionals moving into the area seeking an urban lifestyle. The 20 to 34 year-old cohort, the largest rental group in the City, is expected to grow by 2% this year, more than five times the national average, increasing demand for urban product in the area.

Residential Market Overview

While this shift in demographics is spread throughout Uptown, new development has increasingly moved into the Second Ward. Today, approximately 25% of the residential development pipeline is located in the Second Ward. Along the Stonewall corridor, 230 units are anticipated at the Presley Uptown Apartments (formerly known as Fountains Uptown) and another 440 units are anticipated at Crescent Communities' mixed-use development at Stonewall Station, proximate to the Convention Center. An additional 280 units are planned in the 28-story 1 Brevard condominium tower located near the northern part of the Second Ward. Planned and recently completed projects are amenity-rich, often including gym space, rooftop decks, and high-end appliances, and achieving rents at and above \$2.00 per square foot, approximately 56% higher than buildings built prior to 2010. An increase in vacancy rates, from 3% in 2014 to 5.4% this year, is likely largely due to the amount of product being delivered to the market. There continues to be an opportunity to capitalize on unmet demand for young professionals, empty nesters, and Uptown workers who wish to live within a vibrant, urban lifestyle.

Hotel Market Overview

Charlotte's strong hotel market has been driven by the hub of activity present in Uptown Charlotte, which hosts over 12 million visitors each year, welcoming them to 298 food, beverage, and entertainment establishments, as well as 18 major event venues, from major league and international sports to the arts to major conferences. In 2014, the city hosted 169 sporting events attracting over 2.4 million attendees, including, for the first time in its history, two major international soccer matches in the same summer, one of which was a Champions Cup match between



Embassy Suites, a 250-room hotel under construction near the Convention Center.

Source: Charlotte Center City Partners

Chelsea and Paris-Saint Germain that attracted over 60,000 fans. Additionally, local art museums, galleries, and theatres hosted over 490 cultural events in Uptown. Strong demand has driven a healthy hotel market, with a weekend occupancy rate remaining constant at approximately 70% for the past two years. In that same timeframe, the average weekend daily rate has increased from \$147 to \$155, while revenue per available room has increased significantly in the past year (12.6%). Uptown Charlotte's hospitality industry is projected to expand by 36% throughout next year.

The Second Ward, which is home to many of the City's entertainment venues and civic facilities,

has been a prime destination for hotel development over the past ten to fifteen years, and over 70% of the City's existing 4,500 hotel rooms are located in the immediate area. A strong pipeline also exists in the Second Ward, including:

- A 250-room, 10-story Embassy Suites, now under construction directly across the street from the Convention Center (right);
- A 350-room hotel at Tryon Place, a mixed-use development that also includes an office, residential, and retail component;
- A 400-room hotel at mixed-use Stonewall Station project.

Despite this burst of development, local tourism and event marketers see additional opportunity for as many as 1,000 additional rooms, especially to support Convention Center activity.

Office Market Overview

Uptown Charlotte's office market is driven by a growing, educated workforce within the market's 22.9 million square feet of office space, over 60% of which is Class A space. Over 100,000 people work in 1,100 companies in the market and over 50% of Charlotte's workforce holds at least a bachelor's degree, a rate that exceeds County and State-wide levels. Furthermore, growth in office-using industries is driving demand for quality office space across Mecklenburg County. Growth in the healthcare and professional, scientific and technical services industries has been particularly pronounced, as these industries have increased local employment by 61% and 57%, respectively, from 2002 to 2012. Since 2009, these and other industries, including administrative and waste services, finance and insurance, and information employment, have produced

demand for 6.4 million square feet of additional commercial space. For example, recent office activity in the Uptown office market includes the 115,000 square foot expansion of AvidXchange's Charlotte headquarters in the Fourth Ward. The automated bill payment software company is planning to introduce at least 600 new jobs over the next five years and invest \$21.4 million in the local economy.

Commercial office development in the Second Ward is also tracking Uptown's overall market strength. Traditionally known as Charlotte's Government District for its cluster of public-sector office space including City Hall, Mecklenburg County Courthouse, and the Charlotte-Mecklenburg Government Center, new development activity includes over 1 million square feet of planned and under construction office within the Second Ward. Notable activity includes:

- **Tryon Place:** Bordered by Tryon, Stonewall, College and Hill Streets adjacent to the Charlotte Convention Center, Crescent Communities is developing a \$300+ million project expected to begin construction later this year. The development will consist of two towers, one including a 350-room hotel and luxury apartment housing, and another containing 715,000 square feet of Class A office space and ground floor retail that is expected to accommodate over 4,000 workers.
- **615 S. College:** Across the street from Tryon Place, Portman Holdings will build a 15-story, 345,000 square foot office tower, including retail and a parking garage next to the Westin



*A proposed mixed-use development adjacent to the Stonewall LYNX station by Crescent Communities.
Source: Charlotte Center City Partners*

Hotel on the corner of College and Stonewall Streets. With expected completion in 2017, construction is currently underway with finalized designs calling for a 1/3 acre of green space to be built on its roof deck for hosting corporate events or outdoor meeting space.

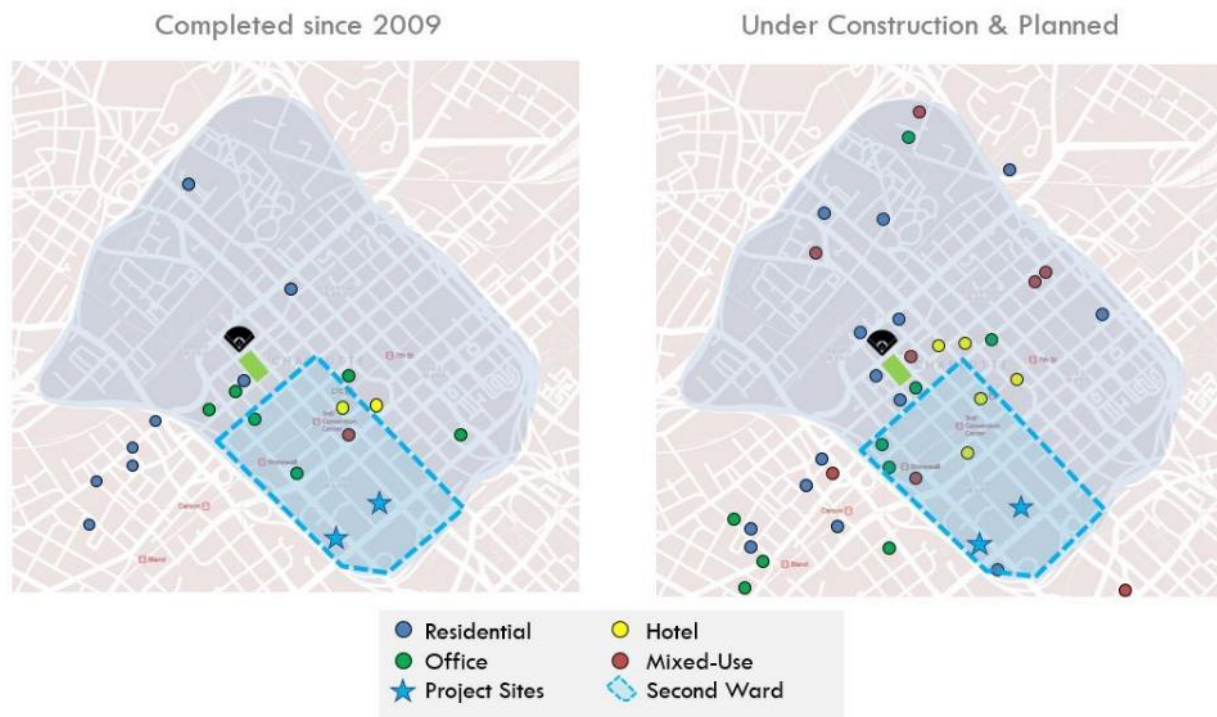
Historically strong commercial office development and leasing activity in Uptown and a vacancy rate under 10% suggests a continued potential for office space to play a role in mixed-use, large-scale programs.

Retail Market Overview

Across Uptown Charlotte's 2.1-million square foot retail market there is an opportunity to address significant market demand for walkable, neighborhood-serving retail and grocery stores. With a vacancy rate of less than 6%, there are more than 50 shops and

a range of 230 dining and entertainment options in the Uptown market including the 7th Street Public Market, EpiCentre, and NC Music Factory. However, as household income and worker's salaries are expected to continue to increase with a growing job and housing market, there are opportunities to capitalize on growing consumer spending potential beyond entertainment and dining services.

The retail landscape within the Second Ward reflects the Uptown trend, representing an exciting opportunity to support a growing residential market by investing in additional neighborhood-serving retail amenities and food markets. Currently only the EpiCentre complex provides a concentration of retail and food service outlets whose programming focuses largely on providing and complementing surrounding entertainment venues, and not diversified enough to target the needs of future residents. Other existing retail largely serves local office workers, including national chain cafes that are not open after the workday. Currently there is only one retail project in the Second Ward's development pipeline, at the mixed-use project at the Stonewall LYNX station. The Crescent Communities project will include 47,000 square feet of retail, with Whole Foods serving as its anchor tenant along East Stonewall Street. New retail can provide an amenity for a mixed-use program and benefit from growing demand from office workers, residents, and visitors within the Second Ward as development arrives in the area.



Recently completed and ongoing developments in Uptown Charlotte.
Source: HR&A Advisors, per Charlotte Center City Partners

IV. THE OPPORTUNITY

DEAL STRUCTURE

Mecklenburg County controls the Brooklyn Village and Walton Plaza parcels under agreements with the City of Charlotte and the Charlotte-Mecklenburg Board of Education. The County is seeking disposition of both parcels.

To support site redevelopment, the Master Developer may be required to finance and perform site infrastructure requirements, including grading, road construction, and demolition of existing buildings on the properties (or property). Additionally, at least 1.6 acres of the Brooklyn Village site must be delivered as, or remain, open space to complement the vertical uses developed on the sites. The Master Developer must also provide at least 30 units of affordable housing on the Brooklyn Village site, consistent with the current Interlocal agreement for the site (for households earning 80% of area median income annually, or less). The County is open to negotiating sharing financing or delivery of some or all of these responsibilities with the Master Developer finalist in the subsequent Request for Proposals phase.

The County intends to sell one or both parcels to a Master Developer (a single organization or joint venture), and requests that Respondents express preferences and rationales for single parcel bids, if any. In the RFQ stage, Respondents are required to submit all material under the Conceptual Plan requirement (described in Section V: Submission Requirements) for both sites. The County values Respondents' ability to execute their entire development program, as well as their efficiency in timing and completion of development, while respecting reasonable absorption and other market timing considerations.

PROJECT OBJECTIVES

Mecklenburg County seeks to fulfill the vision statement identified in the *Second Ward Master Plan*, *Center City 2010 Vision Plan*, and subsequent goals set forth by the County for the Brooklyn Village and Walton Plaza sites. Specifically, the County is seeking a development partner who will achieve the following goals (in order of priority):

- Facilitate creation of a program that creates long-term economic development benefits for the County and surrounding community.
- Complete development of a high-quality program in a timely and efficient manner.
- Create and execute a thorough local resident and stakeholder engagement process, in which local input is reflected in the eventual development program.
- Maximize the near-term financial return to the County upon acquisition of these parcels, while balancing the above goals within the development program.

Respondents should *clearly and concisely* demonstrate their ability to fulfill these goals in their plans for the Brooklyn Village and Walton Plaza parcels. Development visions should clearly describe how Respondents' plans will fulfill the Project Objectives, honor the area's historic past, and support the vision outlined in the *Second Ward Master Plan* and reinforced in the *Center City 2010 Vision Plan*. Respondents are encouraged to use the Master Plan as a guide, though not a required outcome, when formulating their development vision.

V. SUBMISSION REQUIREMENTS

The County invites highly accomplished developers with a proven track record of delivering successful and recognized developments to submit statements of qualification. Respondents must submit two (2) hard copies and one (1) electronic version of responses on a flash drive no later than **Tuesday, November 24, 2015 at 4:00 PM EST**. More detailed instructions for submissions are provided in the Submission Instructions and Questions section.

The selected Master Developer will be responsible for creating an overall development plan that is consistent with the County's vision for the sites, guided by the goals of the *Second Ward Master Plan*. To be considered for participation in Phase II (Request for Proposals), the Respondent must *clearly, completely and concisely* address each of the following areas in its response to this RFQ:

- I. **DEVELOPMENT TEAM** Respondents should include a description of all firms comprising the development team, including intended design partners, engineers, construction team, etc. For all key personnel, provide a resume, describing relevant experience and intended role on the project team. For the development team, Respondents should also include a diagram or organizational chart illustrating the relationship between the lead developer and any subcontractors or partners. For teams led by a joint venture, clearly show the structure and percentage of ownership held by each lead team member.
- II. **RELEVANT PREVIOUS EXPERIENCE** Respondents should demonstrate their ability to succeed at designing, constructing, and managing the Brooklyn Village/Walton Plaza project by sharing information on at least three previous projects that illustrate its ability to fulfill the goals of this project. In particular, Respondents should highlight:
 - Experience in master development of mixed-use urban projects in an urban context similar to Uptown Charlotte.
 - Residential or mixed-use development that contributed to a sense of place and activated an area of a city's urban core, especially those with a historic component or that pay tribute to an area's local history.
 - A successful public-private partnership that included horizontal improvements.
 - Experience creating affordable housing or other subsidized housing developments, and particularly those in which the developer took advantage of *The Low-Income Housing Tax Credit Qualified Allocation Plan* for the State of North Carolina or other similar programs.

For all projects submitted as examples of relevant previous experience, Respondents should provide: project location; project size and program description, including phasing; completion date; public sector involvement, if any; total project costs and financing structure (detailing sources of capital); and a representative image (or images) of the project.

- III. **CONCEPTUAL PLAN** Respondents should submit a written narrative and high-level conceptual site plan for both sites (including preliminary drawings, if useful) that

addresses the program identified in the *Second Ward Master Plan*, including historical character. Mecklenburg County recognizes that this plan will be refined in the RFP stage should Respondents move forward. The conceptual plan should include:

- A description of adherence to provisions of the City of Charlotte's UMUD zoning category or use of any additional review or approvals processes under the UMUD-O zoning provision, if applicable.
- The location of improvements and proposed use types to be included throughout the site.
- Discussion of phasing and timeline for full project development.
- A preliminary development program, including anticipated square footage of each use, and number of residential units, including number of proposed affordable residential units (Proposals should include a minimum of 30 units for households earning up to 80% of the area median income. See Appendix C for Mecklenburg County area median income).
- Anticipated maximum building height.
- A description of incorporation of historical references.
- A description of the intended design scheme for the project, including how the design is consistent with the program recommendations in the *Second Ward Master Plan*.
- A description of the Respondent's approach to marketing and outreach, including how the Respondent will engage the community.
- If the Respondent prefers to bid on only one site going forward, a statement expressing that preference, and rationale for this approach.

IV. FINANCIAL CAPABILITY Respondents should provide detailed information about their ability to financially fulfill the obligations of the development project. Respondents should provide the following information:

- Information about the Respondent's overall financial position, past history of raising capital, and resources available to complete this project.
- Most recent annual financial statements.
- Composition of real estate portfolio by type and occupancy percentage.
- Description of the sources of equity and/or debt Respondent believes will be attracted to investing in this project and description of any tentative commitments. Attach any letters of intent/interest that are available (if those can be named at this time).
- Narrative indicating the Respondent's acceptance of, or differing approach to, the deal structure described in this RFQ, including the anticipated timing of payments to the County. Note that the County seeks to maximize the near-term proceeds from disposition of these parcels.
- A statement indicating that the Respondent does not currently and has not had any loans in default within the past five years, and has not filed for bankruptcy, had a project foreclosed on, or faced government fines. Alternatively, if any of these have occurred, include a description of the

actions and the project-related circumstances in which the actions took place.

- Description of any litigation that has been filed against the development team or its members related to real estate projects during the past 10 years, as well as the outcome of that litigation. If no litigation has been filed, please include a statement to this affect.

Shortlisted Respondents will be required to develop these materials further for the RFP stage, including:

- Refinement of development program and inclusion of architectural proposals, including massings, plans, and illustration of phasing;
- Confirmation of technical team members;
- Full financial proposals, including a detailed pro forma for the County's review;
- Development schedule; and
- Other requirements, as deemed necessary by Mecklenburg County, including participation in an interview session.

VI. EVALUATION CRITERIA

Based on the quality and scope of information presented by Respondents, the County will select a shortlist of Respondents to participate in Phase II of the solicitation process for the redevelopment of the Brooklyn Village and Walton Plaza parcels. Respondents will be evaluated based on the criterion and weighting described below.

I. REDEVELOPMENT APPROACH Respondents will be evaluated on their approach to fulfilling the Project Objectives described in this RFQ, and conformity to the vision expressed in the *Second Ward Master Plan*. Those selected to move on to Phase II will demonstrate an ability and willingness to embrace the goals of:

- Efficiently producing a mixed-use development that strives to bring a new and exciting product to the Charlotte market, and that reflects a strong understanding of market potential and timing.
- Supporting the long-term economic development of the Second Ward by incorporating employment-driven uses into the site and provision of high-quality jobs during the construction and ongoing operations of the project.
- Demonstrating the commitment, ability, and willingness to incorporate affordable housing. Proposals containing a commitment to more than the required number of affordable housing units have an opportunity to earn a higher score for this sub-component.
- Respecting community input, the site's historical context, and making every possible effort to infuse remembrances and flavor of the past Brooklyn neighborhood into the project. Proposals with an especially strong plan for engaging the community and incorporating community input into their development plan have an opportunity to earn a higher score for this sub-component.

[40% total for the above categories]

II. RELEVANT EXPERIENCE AND QUALIFICATION Respondents will be evaluated on relevant recent past experience with developing successful projects that are similar in vision, scope, size, and challenges as the Brooklyn Village/Walton Plaza project. Respondents, including any potential development partners, will need to demonstrate relevant experience in complex public-private ventures and mixed-use projects, with a proven track record of projection execution and achievement of public-sector and community objectives. *[30%]*

III. FINANCIAL SOUNDNESS AND CAPABILITY Respondents' financial capability to fulfill the obligations of redeveloping the site will be evaluated based on its previous ability to financially meet the obligations of similar projects and demonstration of its ability and capacity to secure future financing that will appropriately fund the project through construction and maintenance for many years to come. *[30%]*

VII. SOLICITATION SCHEDULE

Mecklenburg County anticipates the following schedule for the RFQ process.

Milestone	Date
RFQ released by County	October 21, 2015
Pre-bid conference	November 3, 2015
Deadline for questions to County	November 9, 2015
Response to questions posted by County	November 16, 2015
Qualification submissions due	November 24, 2015
Evaluation	November 24-December 11, 2015
Shortlisted Respondents announced/invited to RFP	December 14, 2015

Phase II will follow evaluation of RFQ responses. This stage is anticipated to launch approximately two to three weeks after RFQ responses are received, and will allow for an eight-week response period for RFP Respondents, followed by Respondent interviews and evaluations. A detailed schedule for this process and the evaluation process will be included in the RFP document.

The County will host a pre-bid conference on **Tuesday, November 3, 2015, at 10:00 AM EST, at the Charlotte-Mecklenburg Government Center** (600 E. Fourth Street, Charlotte, NC). This meeting will provide information about the RFQ and RFP processes, include a walking tour of the sites and surrounding area, and provide a forum for Respondents to ask questions about the process and contents of this RFQ. Responses to questions asked at the pre-bid conference will be shared online. Attendance at the pre-bid conference is optional. Please confirm your attendance at the pre-bid conference by emailing: reddevelopment@mecklenburgcountync.gov, with your name, firm name, and intent to attend.

VIII. SUBMISSION INSTRUCTIONS & QUESTIONS

Responses should be delivered as a single bound package, including a table of contents and tabs indicating the four sections described in the Submission Requirements section of this RFQ.

The County has engaged HR&A Advisors, Inc. to serve as solicitation managers for this RFQ and RFP process. Respondents must submit two (2) hard copies and one (1) electronic version of their responses on a flash drive by no later than **Tuesday, November 24, 2015 at 4:00 PM EST**. Submissions should be labeled "RFQ Response: Brooklyn Village and Walton Plaza Redevelopment" and delivered to:

HR&A Advisors, Inc.
ATTN: Mecklenburg County Solicitation Team
99 Hudson Street, 3rd Floor
New York, New York 10013

All questions regarding this RFQ should be submitted via email only to reddevelopment@mecklenburgcountync.gov by **November 9, 2015**. Respondents will also have an opportunity to ask questions at the pre-bid conference on November 3, 2015. Questions asked at the pre-bid conference and submitted online will be posted on the County's website at: www.charmeck.org/redevelopment. While the County will attempt to answer all questions that are submitted, it reserves the right to defer any or all questions until later phases of the process.

IX. KEY REFERENCE DOCUMENTS

All references or summaries of these documents within this RFQ are for informational purposes only. Respondents are encouraged to review the full documents at the following links:

- [Second Ward Master Plan](#)
- [Brooklyn Village Rezoning Application \(#2007-088\)](#)
- [Charlotte Zoning Ordinance](#)
- [Center City 2010 Vision Plan](#)
- [Center City 2020 Vision Plan](#)
- *Mecklenburg County- City of Charlotte Interlocal Agreement [available at the link below]*

Key reference documents and additional information about these sites are also available on the RFQ webpage at: www.charmeck.org/redevelopment.

APPENDICES

- A. General Provisions
- B. Miscellaneous Project Requirements
 - a. ADA Compliance
 - b. MWSBE Participation
 - c. Insurance Requirements
 - d. E-Verify Requirement
- C. Mecklenburg County Area Median Income

APPENDIX A – GENERAL PROVISIONS

- A. Submittal Ownership / Costs- Upon submission, all information becomes the property of Mecklenburg County which has the right to use any or all ideas presented in any submission in response to this RFQ, whether or not the submittal results in a contract with the submitting Consultant. If any materials submitted by Respondents are confidential, each page of containing confidential information must be marked as such. All costs for development of the written submittal are entirely the obligation of the Consultant and shall not be remunerated in any manner by Mecklenburg County.
- B. Non-Warranty of Request for Qualifications - Due care and diligence has been used in preparing this RFQ. However, the County shall not be responsible for any error or omission in this RFQ, nor for the failure on the part of the Respondents to ensure that they have all information necessary to affect their submittals.
- C. Request for Clarification - Mecklenburg County reserves the right to request clarification of information submitted and to request additional information of one or more Respondents, either orally or in writing.
- D. Acceptance/Rejection of Submittals - Mecklenburg County reserves the right to accept or reject any or all submittals in whole or in part, with or without cause, to waive technicalities, or to accept submittals or portions thereof which, in the County's judgment, best serve the interest of the County.

Mecklenburg County reserves the right to request additional clarification or information regarding Respondent proposals at any time during the evaluation and selection process.

- E. Collusion - The Respondent, by submitting a Qualifications Statement and/or Proposal, declares that the submission is made without any previous understanding, agreement, or connections with any persons, Respondents, or corporations making a competing submission on the same project, and that it is in all respects, fair, and in good faith without any outside control, collusion, or fraud.

APPENDIX B – MISCELLANEOUS PROJECT REQUIREMENTS

- A. Americans with Disabilities Act (ADA) Compliance - Mecklenburg County will comply with the Americans with Disabilities Act (ADA) which prohibits discrimination on the basis of a disability. Mecklenburg County will make reasonable accommodations in all programs to enable participation by an individual with a disability who meets essential eligibility requirements. Mecklenburg County programs will be available in the most integrated setting for each individual. If any accommodations are necessary for participation in any program or services, participants are encouraged to notify County Staff.
- B. Minority/Women/Small Business Enterprise - It is the policy of Mecklenburg County to provide minorities and women equal opportunity for participating in all aspects of the County's contracting and procurement programs, including but not limited to employment, construction development projects, and materials/services, consistent with the laws of the State of North Carolina. The policy of Mecklenburg County prohibits discrimination against any person or business in pursuit of these opportunities on the basis of race, color, national origin, religion, sex, age, disability, or veteran's status. It is further the policy of Mecklenburg County to conduct its contracting and procurement programs so as to prevent such discrimination and to resolve any and all claims of such discrimination.
- C. Insurance and Indemnity Requirements – The Master Developer will be required to conform to specific insurance and indemnity requirements prior to completion of a contract with the County. To the extent permitted by law the Respondent shall indemnify and save harmless Mecklenburg County, its agents and employees and assigns from and against all loss, cost damages, expense and liability caused by sickness and disease to any person; or damage or destruction to property, real or personal; arising from the negligent acts, errors, or omissions of the Respondent in the performance of professional services provided to the County.

The Respondent further agrees to purchase and maintain during the life of any agreement entered into with the County the following insurance with an insurance company acceptable to Mecklenburg County and authorized to do business in the State of North Carolina:

Automobile: Bodily injury and property damage liability covering all owned, non-owned, and hired automobiles for limits of not less than \$1,000,000 each person/ \$1,000,000 each occurrence.

Comprehensive General Liability: Bodily injury and property damage liability insurance as shall protect the Respondent from claim of bodily injury or property damage which arises from operations of this contract. The amounts of such insurance shall not be less than \$1,000,000 bodily injury and property damage liability each occurrence/aggregate. This insurance shall include coverage for product/completed operations and contractual liability assumed under the indemnity provision of this contract. Mecklenburg County shall be listed as an "Additional Insured."

Consultant's Professional Liability: In a limit of not less than \$1,000,000.

Workers' Compensation and Occupational Disease Insurance:

Coverage A - Worker's Compensation: Meeting the statutory requirements of the State of North Carolina.

Coverage B - Employer's Liability: \$100,000 each accident / \$100,000 disease - each employee / \$500,000 disease - policy limits.

- D. E-Verify: Pursuant to NCGS §153A-449(b) and NCGS § 64-26(a), any Employer/Contractor that transacts business in this State, and employs 25 or more employees in this State entering into a contract with the County, is required to verify the work eligibility status of all newly hired employees through the E-verify program.

Certificates of such insurance will be furnished to Mecklenburg County and shall contain the provision that Mecklenburg County be given thirty (30) days written notice of any intent to amend or terminate by either the Consultant or the insuring company.

APPENDIX C - MECKLENBURG COUNTY 2014 AREA MEDIAN INCOME

Mecklenburg County Median Income	\$64,200	Persons in Family			
		1	2	3	4
		\$35,950	\$41,100	\$46,250	\$51,350